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March 26, 2012

VIA HAND DELIVERY

Ms. Marlene H. Dortch Secretary Federal Communications Commission 445 12th Street S.W. Washington, DC 20534

Ms. Sandra K. Danner Broadband Division Wireless Telecommunications Bureau Federal Communications Commission 445 12th Street S.W., Room 3A-266 Washington, DC 20554

Re: Reply of T-Mobile, USA, Inc. to Opposition to Petition to Deny

WT Docket No. 12-4

Dear Ms. Dortch and Ms. Danner:

Pursuant to the First and Second Protective Orders (together "Protective Order") issued in the above-referenced proceedings on January 17, 2012, please find attached a <u>redacted version</u> of the Reply to Opposition to Petition to Deny ("Reply") the Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC for Consent to Assign Licenses and Application of Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC for Consent to Assign License (collectively, "Applications"), filed in the above-referenced docket, which contains certain confidential and proprietary information related to T-Mobile, USA, Inc. ("T-Mobile").

T-Mobile seeks Confidential and Highly Confidential treatment of certain information set forth in the Reply under the Protective Order. The information marked in the Reply is entitled to confidential, non-public treatment under the Freedom of Information Act (FOIA) and related provisions of the Commission's rules. See 47 C.F.R. §§ 0.457 and 0.459; 5 U.S.C. § 552, et seq. The information marked Confidential contains T-Mobile business planning and other confidential information, including third party confidential information, and the information marked Highly Confidential refers to Highly Confidential agreements submitted by Applicants into the record herein.

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¹ See Application of Cellco Partnership d/b/a Verizon Wireless and SpectrumCo LLC for Consent to Assign Licenses and Application of Cellco Partnership d/b/a Verizon Wireless and Cox TMI Wireless, LLC for Consent to Assign License, WT Docket No. 12-4, DA 12-50 (rel. Jan. 17, 2012) ("Protective Order").

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T-Mobile treats the Confidential network information in the Reply as confidential and does not customarily release such information to the public. The Highly Confidential information is held only by T-Mobile's outside counsel and consultants who have signed the appropriate acknowledgements of confidentiality. Information in the possession of a public entity is considered to be "Confidential" if disclosure is likely to substantially harm the competitive position of the person from whom the information was obtained.²

In support of its request for confidential treatment of the Reply, T-Mobile submits the following more specific information pursuant to FCC Rule 0.459:

- (1) Identification of Confidential Materials: T-Mobile seeks confidential treatment for certain network information set forth in the Reply. Pursuant to the Protective Order, T-Mobile has marked each page of the non-redacted version of this filing with the legend, as applicable: "CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE **FEDERAL** ORDER IN WT DOCKET NO. 12-4 BEFORE THE **COMMISSION**" **COMMUNICATIONS** or "HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 12-4 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION." Each page of the redacted version of this filing is marked with the legend "REDACTED -FOR PUBLIC INSPECTION."
- (2) <u>Circumstances Giving Rise to Submission of Information</u>: To provide relevant market information to the Commission in order to facilitate its review of the Applications in the above-referenced Commission docket, T-Mobile voluntarily provides the confidential information provided in the Reply.
- (3) <u>Degree to Which Information is Commercial or Financial</u>: The information in the Reply includes confidential information about T-Mobile's business. This information is sensitive commercial information as it contains information concerning T-Mobile's business operations. T-Mobile treats this data as confidential and would not submit the data to the Commission without assurances that the information will be kept confidential. The information marked Highly Confidential relates to information that Applicants have asserted is confidential to their businesses and that they filed as Highly Confidential pursuant to the Protective Order.

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See National Parks and Conservation Ass 'n v. Morton, 498 F.2d 765, 770 (D.C. Cir. 1974); Critical Mass Energy Project v. Nuclear Regulatory Commission, 975 F.2d 871, 873 (D.C. Cir. 1992).

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- (4) <u>Degree to Which the Information Concerns a Service Subject to Competition</u>: The Reply contains information about T-Mobile's business. Such information is directly related to T-Mobile's service offerings which are subject to substantial competition from numerous other communications service providers, particularly wireless providers. The information marked Highly Confidential relates to information that the Applicants have asserted is confidential to their businesses and that they filed as Highly Confidential pursuant to the Protective Order.
- (5) <u>How Disclosure Could Result in Substantial Harm</u>: Disclosure of T-Mobile's network design information and related highly confidential information would enable T-Mobile's competitors to determine sensitive information concerning the Company's business plans. The information marked Highly Confidential relates to information that the Applicants have asserted is confidential to their businesses and that they filed as Highly Confidential pursuant to the Protective Order.
- (6) Measures Taken to Prevent Disclosure: T-Mobile holds the information provided in this submission in strict confidentiality and, with respect to the Highly Confidential information, it is held only by T-Mobile's outside counsel and consultants who have signed the appropriate acknowledgements of confidentiality.
- (7) <u>Public Access to Information, Third Party Disclosure</u>: T-Mobile has not made this information publicly available through previous disclosures.
- (8) <u>Justification of the Period During Which the Material Should Not be Publicly Available</u>: T-Mobile requests that the Commission hold the Confidential information out of public view for five years or until such earlier time as the information may otherwise be made public by T-Mobile. It requests that the Commission hold the Highly Confidential information for a period of time commensurate with the holding period for the Highly Confidential information submitted by Applicants to which it relates.

Based on the foregoing, T-Mobile requests confidential treatment of designated portions of the Reply pursuant to FCC Rules 0.457 and 0.459 and the Protective Order.

Pursuant to the Protective Order, T-Mobile is delivering two copies of the confidential version of this filing, via courier, to Ms. Sandra K. Danner with the Broadband Division of the Commission's Wireless Telecommunications Bureau. One copy of the confidential version and two public, redacted versions of this filing are also being filed by courier with the Secretary's Office. One copy of the public version of this filing is being filed electronically through the Commission's Electronic Comment Filing System. Finally, one copy of the confidential version of this filing is being transmitted by courier to the Commission's Secretary's Office for time-stamp return by courier to the undersigned counsel.

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Should you have any questions, please contact the undersigned.

Very truly yours,

/s/ Jean L. Kiddoo Jean L. Kiddoo

Counsel for T-Mobile, USA, Inc.

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